

JAN 14 '13 -3 00 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847 318 7575
Fax 847 318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

January 11, 2013

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated December 6, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 22145.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: Southwest Rail Industries, Inc.
501 South East Street
Weimar, TX 78962

A description of the railroad equipment covered by the enclosed document is for six (6) hopper cars having FURX marks (see Exhibit A for car numbers)

A short summary of the document to appear in the index follows. Memorandum of Lease

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(SR11075)

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ASSGN NO SRII075

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of December, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of June 1, 1993 as amended and assigned thereto, whereby Lessor has agreed to lease to Lessee a certain railcar pursuant to Rider No. 65 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 6, 2012 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST

By: John J. ThomasName: JOHN J. THOMASTitle: PRESIDENTName: GEORGE FREIBURGERTitle: MGR. OF DOCUMENTATION Executed on this 6th day of December, 2012.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

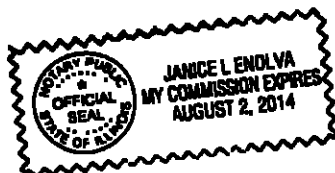
WITNESS my hand and official stamp or seal, this 6th day of December, 2012.

Janice L. Enolva
Notary Public

My Commission Expires

8-2-2014

(Notary Public)



LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC.

By: [Signature]

Name: Jason F. Huelt

Title: Vice President

ATTEST:

By: [Signature]

Name: Chris Garmoe

Title: President

Executed on this _____ day of _____, 2012.

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Colorado

I, NANCY BITTNER, a Notary Public of the County and State aforesaid,
certify that JASON F. HUETT personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 20th day of November, 2012

[Signature]
Notary Public

Commission Expires:

4-26-14
(Notary Public)

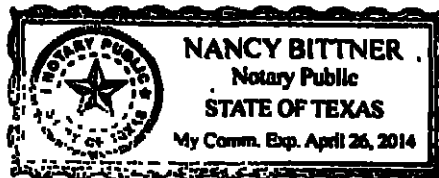


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: **Six (6)**

DESCRIPTION OF CARS: **Covered hopper Cars**

CAR NUMBERS

FURX	857045
FURX	857046
FURX	857071
FURX	857072
FURX	857094
FURX	857119
Count	6